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September 26, 2001

VIA COURIER

CC 01-299 ✓

Ms. Magalie Roman Salas, Secretary
Federal Communications Commission
P.O. Box 358145
Pittsburgh, PA 15251-5145

Re: Application of Allegiance Telecom, Inc. for *Nunc Pro Tunc* Approval to Transfer Control of the Blanket Domestic Section 214 Authorization of Coast to Coast Telecommunications, Inc. from Rivien USA, LLC to Allegiance Telecom, Inc.

Dear Ms. Salas:

On behalf of Allegiance Telecom, Inc. ("Allegiance Telecom"), please find an original and six (6) copies of an application for Commission *nunc pro tunc* approval to transfer control of the blanket domestic Section 214 authorization of Coast to Coast Telecommunications, Inc. ("Coast") from Rivien USA, LLC ("Rivien") to Allegiance Telecom. Concurrent with this application, Allegiance Telecom also is filing an application for Commission *nunc pro tunc* approval to transfer control of the international Section 214 authorization of Coast from Rivien to Allegiance Telecom.

Please date-stamp the enclosed extra copy of this filing and return it in the envelope provided. Please direct any questions regarding this filing to Troy Tanner at (202) 295-8360 or Maria Cattafesta (202) 424-7867.

Respectfully submitted,



Troy F. Tanner
Maria L. Cattafesta

Counsel for Allegiance Telecom, Inc.

Enclosures

cc: George Li (FCC)
Claudia Fox (FCC)
Morton J. Posner, Esq. (Allegiance Telecom)
Richard M. Rindler, Esq. (Swidler)
Grace R. Chiu, Esq. (Swidler)

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of

**COAST TO COAST
TELECOMMUNICATIONS, INC.**

Application of Allegiance Telecom, Inc. for
nunc pro tunc authority to transfer control of the
blanket domestic Section 214 authority of
Coast to Coast Telecommunications, Inc. from
Rivien USA, LLC to Allegiance Telecom, Inc.

File No. CC- 01-299

APPLICATION FOR DOMESTIC SECTION 214

TRANSFER OF CONTROL

Allegiance Telecom, Inc. (“Allegiance Telecom” or “Transferee”), by its undersigned counsel and pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214 (the “Act”), and Section 63.01 of the Commission’s Rules, 47 C.F.R. § 63.01, hereby requests *nunc pro tunc* approval to transfer control of Coast to Coast Telecommunications, Inc. (“Coast”), a common carrier authorized to provide domestic telecommunications services pursuant to its blanket Section 214 authorization, from Rivien USA, LLC (“Rivien”) to Allegiance Telecom.¹

Allegiance Telecom needed to quickly consummate a series of transactions (together, the “Transaction”) whereby Allegiance Telecom acquired the stock of Coast,

¹ Concurrent with this application, Allegiance Telecom also is filing an application seeking *nunc pro tunc* approval to transfer control of Coast’s international Section 214 authorization.

and Coast subsequently became an indirect wholly owned subsidiary of Allegiance Telecom. Inadvertently and due to an administrative oversight, the parties to the Transaction failed to timely notify the Commission of this Transaction. Allegiance Telecom assures the Commission that it will, in the future, seek all necessary prior approvals in compliance with Commission rules.

Although the identity of Coast's ultimate parent has changed as a result of the Transaction, Coast continues to provide services to its existing customers under existing service arrangements, pursuant to its blanket Section 214 authority granted by the Commission. The Transaction, therefore, is virtually transparent to Coast's customers.

I. THE PARTIES

A. Coast to Coast Telecommunications, Inc. -- Licensee

Coast is a privately held Delaware corporation with its principal offices located at 2555 South Telegraph, Bloomfield Hills, Michigan 48302. Prior to the Transaction, Coast was a subsidiary of Rivien, which in turn, was a wholly-owned subsidiary of Rivien Communications, Inc.² Coast is authorized to provide resold U.S. international telecommunications services pursuant to its international Section 214 authorization.³ In addition, Coast provides domestic interexchange service pursuant to blanket domestic Section 214 authority and provides domestic intrastate service pursuant to its state authorizations.

² Rivien Communications, Inc. had filed for Chapter 7 bankruptcy at the time of the Transaction.

³ See FCC File No. ITC-95-309.

B. Rivien USA, LLC – Transferor

Rivien USA, LLC (formerly known as Cl@rity USA, LLC) is a Delaware limited liability company. Rivien is a wholly owned subsidiary of Rivien Communications, Inc. (formerly known as Cl@rity Communications, Inc.), a Delaware corporation that recently declared bankruptcy.

C. Allegiance Telecom, Inc. – Transferee

Allegiance Telecom is a publicly traded Delaware holding company (Nasdaq: ALGX) that offers, through its operating subsidiaries, a complete package of facilities-based integrated communications services. Allegiance Telecom, through its subsidiaries, is currently operational in 34 U.S. markets. Allegiance Telecom offers domestic interexchange service through its indirect wholly owned operating companies pursuant to blanket Section 214 authority.

II. THE TRANSACTION

To effectuate the acquisition of Coast, Coast Acquisition Corp., a newly created Delaware subsidiary of Allegiance Telecom that was formed specifically for purposes of consummating the Transaction, merged with and into Coast. Coast was the surviving corporation in the merger. The acquisition was consummated on August 24, 2001 at which time Coast became a direct, wholly owned subsidiary of Allegiance Telecom.

Subsequently, on August 31, 2001, as part of a related corporate restructuring, Allegiance Telecom transferred 100% of the stock in Coast to its direct, wholly owned Delaware subsidiary, Allegiance Telecom Company Worldwide. Coast is now a wholly owned subsidiary of Allegiance Telecom Company Worldwide, which is a wholly owned subsidiary of Allegiance Telecom.

III. PUBLIC INTEREST CONSIDERATIONS

Given that Coast is a relatively small international reseller and provider of domestic services and that Allegiance Telecom is already a parent company to an FCC licensee with better financial resources and a proven record of providing high quality telecommunications services, the Transaction is in the public interest. Although Coast has a new corporate parent, Coast continues to provide high quality services to its existing customers, pursuant to its license, with no change in its name, services, or the rates, terms or conditions of service. In fact, because Coast's ultimate parent company was in bankruptcy, Coast's acquisition by Allegiance Telecom is extremely important to Coast's customers because it will help ensure the financial stability of Coast and the provision of long-term, uninterrupted service. Therefore, neither the acquisition of Coast by Allegiance Telecom nor the subsequent corporate restructuring has caused inconvenience or confusion to Coast's customers. In particular, the acquisition of Coast by Allegiance Telecom and the corporate restructuring has been transparent to Coast's customers in terms of the services that they currently receive, and at the same time, has had long-term beneficial effects because it ensures that these customers will continue to receive these services.

Accordingly, the Transferee requests *nunc pro tunc* authority for the transfer of control of Coast's blanket domestic Section 214 authorization from Rivien to Allegiance Telecom.

IV. ADDITIONAL INFORMATION

(a) Names, addresses and telephone numbers:

Licensee: Coast to Coast Telecommunications, Inc.
2555 South Telegraph
Bloomfield Hills, MI 48302
Tel: (248) 623-6700

Transferor: Rivien USA, LLC
c/o Mr. Cary Joshi, President
14891 Alpine Bay Loop
Gainesville, VA 20155
Tel: (202) 262-2811

Transferee: Allegiance Telecom, Inc.
9201 Central Expressway
Dallas, Texas 75231
Tel: (214) 261-7100

(b) Licensee: Coast is a privately held corporation organized under the laws of Delaware.

Transferor: Rivien USA, LLC is a limited liability company organized under the laws of Delaware.

Transferee: Allegiance Telecom is a publicly traded corporation organized under the laws of Delaware.

(c) Correspondence concerning this application should be sent to:

Troy F. Tanner, Esq.
Maria L. Cattafesta, Esq.
SWIDLER BERLIN SHEREFF FRIEDMAN, LLP
3000 K Street, N.W., Suite 300
Washington, D.C. 20007
Tel: (202) 424-7500
Fax: (202) 424-7645

and

Morton J. Posner
Regulatory Counsel
Allegiance Telecom, Inc.
1150 Connecticut Avenue, NW
Suite 205
Washington, DC 20036
Tel: (202) 464-6109
Fax: (202) 296-9583

- (d) Licensee: Coast provides domestic interstate telecommunications services pursuant to its blanket domestic Section 214 authority.
- Transferor: Rivien currently does not provide domestic interstate telecommunications services and thus does not operate pursuant to blanket domestic Section 214 authority.
- Transferee: Allegiance Telecom itself currently does not provide domestic interstate telecommunications services and thus does not operate pursuant to blanket domestic Section 214 authority. However, Allegiance Telecom's operating subsidiaries provide domestic interstate telecommunications services pursuant to blanket domestic Section 214 authority.

V. CONCLUSION

For the reasons stated above, Allegiance Telecom, Inc. respectfully submits that the public interest, convenience and necessity would be furthered by a *nunc pro tunc* grant of this application for authority for the transfer of control of Coast from Rivien to Allegiance Telecom.

Respectfully submitted,

ALLEGIANCE TELECOM, INC.

By: 

Troy F. Tanner, Esq.
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Washington, D.C. 20007
Tel: (202) 424-7500
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Its Counsel

Dated: September 26, 2001

387271.1

CERTIFICATION

On behalf of Allegiance Telecom, Inc., I hereby certify that the statements in the foregoing Application for Domestic Section 214 Transfer of Control with respect to Allegiance Telecom, Inc., and the transfer of control for which Commission approval is sought, are true, complete, and correct to the best of my knowledge, information and belief.

I declare under penalty of perjury that the foregoing is true and correct.

ALLEGIANCE TELECOM, INC.

SIGNATURE: Mary C. Albert

NAME: Mary C. Albert

TITLE: Vice President, Regulatory and Interconnection
Allegiance Telecom, Inc.

DATE: 9/25/01